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12 *Interim Co-Lead Counsel for Plaintiffs*

13
14 **UNITED STATES DISTRICT COURT**
NORTHERN DISTRICT OF CALIFORNIA
15 **SAN FRANCISCO DIVISION**

16 **IN RE TRANSPACIFIC PASSENGER**
17 **AIR TRANSPORTATION ANTITRUST**
LITIGATION

Civil Action No. 3:07-CV-05634-CRB

MDL No: 1913

[PROPOSED] ORDER GRANTING
PLAINTIFFS' MOTION FOR
PRELIMINARY APPROVAL OF
SETTLEMENTS WITH DEFENDANTS
QANTAS AIRWAYS LIMITED AND
SINGAPORE AIRLINES LIMITED

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20 **This Document Relates To:**

21 **All Actions**
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1 Plaintiffs have moved the Court for Preliminary Approval of Class Action Settlements with
 2 Settling Defendants Qantas Airways Limited (“Qantas”) and Singapore Airlines Limited (“SQ”)
 3 (collectively, the “Settling Defendants”) and provisional certification of the Settlement Classes. The
 4 Court, having reviewed the motion, the Settlement Agreements, the pleadings and other papers on
 5 file in this action, and the statements of counsel and the parties, hereby finds that the motion should
 6 be GRANTED.

7 IT IS HEREBY ORDERED THAT:

8 1. The Proposed Settlements with the Settling Defendants are preliminarily approved,
 9 subject to a final approval hearing of the Proposed Settlements (the “Fairness Hearing”). The Court
 10 finds that the Proposed Settlements fall within the range of possible final approval. The Court
 11 further finds that there is a sufficient basis for notifying Class members of the Proposed
 12 Settlements.

13 2. The following Classes are provisionally certified for settlement purposes only,
 14 pursuant to Rule 23 of the Federal Rules of Civil Procedure:

15 QANTAS SETTLEMENT CLASS

16 All persons and entities that purchased passenger air transportation that included at
 17 least one flight segment between the United States and Asia or Oceania from
 18 Defendants, or any predecessor, subsidiary or affiliate thereof, at any time between
 19 January 1, 2000 and the Effective Date. Excluded from the class are purchases of
 20 passenger air transportation between the United States and the Republic of South
 21 Korea purchased from Korea Air Lines, Ltd. and/or Asiana Airlines, Inc. Also
 excluded from the class are government entities, Defendants, former defendants in
 the Actions, any parent, subsidiary, or affiliate thereof, and Defendants’ officers,
 directors, employees, and immediate families.

22 SQ SETTLEMENT

23 All persons and entities that purchased passenger air transportation that included at
 24 least one flight segment between the United States and Asia or Oceania from
 25 Defendants or their co-conspirators, or any predecessor, subsidiary or affiliate
 26 thereof, at any time between January 1, 2000 and the Effective Date. Excluded from
 27 the class are purchases of passenger air transportation between the United States and
 28 the Republic of South Korea purchased from Korea Air Lines, Ltd. and/or Asiana
 Airlines, Inc. Also excluded from the class are governmental entities, Defendants,
 former defendants in the Actions, any parent, subsidiary or affiliate thereof, and
 Defendants’ officers, directors, employees and immediate families.

1 3. The Court finds the prerequisites to a class action under Federal Rule of Civil
2 Procedure 23(a) have been satisfied for settlement purposes by each of the above-described
3 Classes in that:

- 4 a) there are hundreds of thousands of putative Class members, making joinder of all
5 members impracticable;
6 b) there are questions of fact and law that are common to all members of the Classes;
7 c) the claims of the Class Representatives are typical of those of the absent members
8 of the Classes; and
9 d) Plaintiffs Meor Adlin, Franklin Ajaye, Andrew Barton, Rachel Diller, Scott
10 Fredrick, David Kuo, Dickson Leung, Brendan Maloof, Donald Wortman, Harley
11 Oda, Roy Onomura, Shinsuke Kobayashi, Patricia Lee, Nancy Kajiyama, Della
12 Ewing Chow, and James Kawaguchi have and will fairly and adequately protect the
13 interests of the absent members of the Classes and have retained counsel
14 experienced in complex antitrust class action litigation who have and will continue
15 to adequately advance the interests of the Classes.

16 4. The Court finds that this action may be maintained as a class action under Federal
17 Rule of Civil Procedure 23(b)(3) for settlement because: (i) questions of fact and law common to
18 the Class members predominate over any questions affecting only the claims of individual Class
19 members; and (ii) a class action is superior to other available methods for the fair and efficient
20 adjudication of this controversy.

21 5. The Court finds that the Settlement Agreements fall within the range of possible
22 approval. The Court further finds that there is a sufficient basis for notifying the Classes of the
23 proposed settlements, and for enjoining Class members from proceeding in any other action
24 pending the conclusion of the Fairness Hearing.

25 6. The Court hereby appoints the Interim Co-Lead Counsel, Cotchett, Pitre &
26 McCarthy, LLP and Hausfeld LLP, to serve as Settlement Class Counsel.

27 7. The Court hereby appoints Plaintiffs Meor Adlin, Franklin Ajaye, Andrew Barton,
28 Rachel Diller, Scott Fredrick, David Kuo, Dickson Leung, Brendan Maloof, Donald Wortman,

1 Harley Oda, Roy Onomura, Shinsuke Kobayashi, Patricia Lee, Nancy Kajiyama, Della Ewing
 2 Chow, and James Kawaguchi to serve as Class Representatives on behalf of the Settlement
 3 Classes.

4 8. The Court hereby provisionally establishes a litigation expense fund in the amount
 5 of \$3 million to reimburse Plaintiffs for expenses that will be incurred prosecuting this action
 6 against Non-Settling Defendants after the final approval of the settlements. The Court further
 7 provisionally awards the class representatives \$7,500 each for the time and effort that they have
 8 expended prosecuting this litigation on behalf of the classes.

9 9. The Court will conduct a Fairness Hearing on a date to be set following notice to
 10 the Class, which will determine the following:

- 11 a) Whether the proposed settlements are fair, reasonable, and adequate and should be
 12 granted final approval;
- 13 b) Whether final judgment should be entered dismissing the claims of the classes
 14 against Settling Defendants, with prejudice as required by the Settlement
 15 Agreements; and
- 16 c) Such other matters as the Court may deem appropriate.

17 **IT IS SO ORDERED.**

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 19 Dated: _____, 2014

 20 HON. CHARLES R. BREYER
 21 United States District Judge